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August 26, 2005

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Guy M. Hicks

General Counsel

TRA DOCKET ROOM

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VIA HAND DELIVERY

Hon. Ron Jones, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Petition to Establish Generic Docket to Consider Amendments to
Interconnection Agreements Resulting from Changes of Law*
Docket No. 04-00381

Dear Chairman Jones:

Enclosed are the original and fourteen copies of BellSouth's *General and Specific Objections to XO Communications Services, Inc.'s First Set of Data Requests*. Copies of the enclosed are being provided to counsel of record.

Very truly yours,

A large, stylized handwritten signature in black ink, consisting of a large loop and a trailing line, is written over the typed name "Guy M. Hicks".

Guy M. Hicks

GMH:ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition to Establish Generic Docket to Consider Amendments to Interconnection Agreements Resulting from Change of Law*

Docket No. 04-00381

BELLSOUTH TELECOMMUNICATIONS, INC.'S
(GENERAL AND SPECIFIC) OBJECTIONS TO
XO COMMUNICATIONS SERVICES, INC.'S
FIRST SET OF DATA REQUEST

BellSouth Telecommunications, Inc. ("BellSouth") hereby files the following general and specific objections to XO Communications Services, Inc.'s ("XO"), First Set of Data Requests, dated August 17, 2005. The objections stated herein are preliminary in nature. Should additional grounds for objection be discovered as BellSouth prepares its responses to these discovery requests, BellSouth reserves the right to supplement, revise, or modify its objections at the time it serves its responses.

GENERAL OBJECTIONS

1. BellSouth objects to the request to the extent it seeks to impose an obligation on BellSouth to respond on behalf of parents, subsidiaries, affiliates or other persons that are not parties to this case on the grounds that such request is overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

2. BellSouth objects to the request to the extent it is intended to apply to matters other than those subject to the jurisdiction of the Authority. BellSouth

objects to such request as being irrelevant, overly broad, unduly burdensome, and oppressive.

3. BellSouth objects to each and every request and instruction to the extent that such request or instruction calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

4. BellSouth objects to the request insofar as the request is vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these requests and requests for production. Any answer provided by BellSouth in response to the request will be provided subject to, and without waiver of, the foregoing objection.

5. BellSouth objects to the request insofar as it is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action. BellSouth will attempt to note in its responses each instance where this objection applies.

6. BellSouth objects to providing information to the extent that such information is already in the public record before the Authority.

7. BellSouth objects to XO's request, instructions and definitions insofar as they seek to impose obligations on BellSouth that exceed the requirements of the Tennessee Rules of Civil Procedure or Tennessee Law.

8. BellSouth objects to each and every interrogatory, insofar as any of them are unduly burdensome, expensive, oppressive, or excessively time consuming as written.

9. BellSouth is a large corporation with employees located in many different locations in Tennessee and in other states. In the course of its business, BellSouth creates countless documents that are not subject to Authority or FCC retention of records requirements. These documents are kept in numerous locations that are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document has been identified in response to these requests. BellSouth will conduct a search of those files that are reasonably expected to contain the requested information. To the extent that the requests purport to require more, BellSouth objects on the grounds that compliance would impose an undue burden or expense.

10. BellSouth objects to the request to the extent that the information requested constitutes "trade secrets." To the extent that XO requests proprietary confidential business information, BellSouth will make such information available in accordance with a protective agreement, subject to any other general or specific objections contained herein.

11. BellSouth also objects to any interrogatory to the extent that it seeks confidential information that BellSouth cannot disclose under the FCC's Customer Proprietary Network Information ("CPNI") rules, 47 CFR §64.2007 or under protective agreements with CLECs to which BellSouth is a party. BellSouth will

only provide CPNI and CLEC confidential information consistent with the FCC's rules and BellSouth-executed protective agreements.

12. BellSouth objects to any discovery request that seeks to obtain "all" of particular documents, items, or information to the extent that such requests are overly broad and unduly burdensome. Any answers provided by BellSouth in response to this discovery will be provided subject to, and without waiver of, the foregoing objection.

SPECIFIC OBJECTIONS

DATA REQUEST NO. 7: Please identify and describe each occasion during the last five (5) years on which a BellSouth retail or special access customer was required to pay a nonrecurring charge for a network modification of any kind and indicate whether the customer was required to pay such nonrecurring charge prior to receiving service.

OBJECTION: BellSouth objects to Data Request No. 7 on the grounds it is unduly burdensome, overly broad, and oppressive as written, particularly as XO is requesting information for a five year period of time. In addition, the information XO has requested is not readily available because BellSouth does not have a mechanized inventory system from which such information could be extracted. Subject to, and without waiving the foregoing objections, BellSouth will make a reasonable effort to locate responsive information for the last 12 to 24 months and will respond accordingly.

DATA REQUEST NO. 11: For each of the last twenty-four (24) months, state the total dollar amounts and the percentage, based upon (a) dollar amount and (b) number of circuits, of BellSouth's total invoices to CLECs for UNE loops that were disputed by the CLEC.

OBJECTION: BellSouth objects to this request on the grounds is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence.

DATA REQUEST NO. 12: Please identify all provisions in BellSouth's retail and wholesale tariffs that provide for different rates, terms or conditions for a tariffed service or other offering depending upon whether or not it is commingled with an unbundled network element.

OBJECTION: BellSouth objects to Data Request No. 12 on the grounds it may seek information that is already a matter of public record before this or another commission or is otherwise readily accessible to XO through publicly available means; for example, BellSouth's tariffs are available as a matter of public record.

DATA REQUEST NO. 13: For each wire center that BellSouth contends exceeds the FCC's nonimpairment threshold for DS1 loops, please identify the number of unbundled DS1 loops (including but not limited to loops that are part of EELs) provisioned by BellSouth to fulfill orders placed after March 10, 2005 and before the date on which BellSouth stopped accepting new UNE-P orders in that wire center.

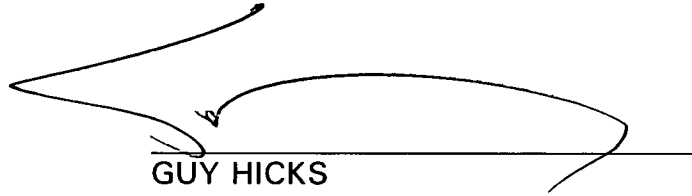
OBJECTION: BellSouth objects to Request No. 13 on the grounds is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence.

DATA REQUEST NO. 14: For each wire center that BellSouth contends exceeds the FCC's nonimpairment threshold for DS3 loops, please identify the number of unbundled DS3 loops (including but not limited to loops that are part of EELs) provisioned by BellSouth to fulfill orders placed after March 10, 2005 and before the date on which BellSouth stopped accepting new UNE-P orders in that wire center.

OBJECTION: BellSouth objects to Request No. 14 on the grounds is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

A handwritten signature in black ink, appearing to read "Guy Hicks", is written over a horizontal line. The signature is stylized with a large loop and a long horizontal stroke.

GUY HICKS
JOELLE J. PHILLIPS
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(615) 214-6301

R. DOUGLAS LACKEY
ANDREW D. SHORE
MEREDITH E. MAYS
675 West Peachtree Street, N.E.. Suite 4300
Atlanta, Georgia 30375

CERTIFICATE OF SERVICE

I hereby certify that on August 26, 2005, a copy of the foregoing document was served on the following, via the method indicated:

<input type="checkbox"/> Hand	Henry Walker, Esquire
<input type="checkbox"/> Mail	Boult, Cummings, et al.
<input type="checkbox"/> Facsimile	1600 Division Street, #700
<input type="checkbox"/> Overnight	Nashville, TN 37219-8062
<input checked="" type="checkbox"/> Electronic	hwalker@boultcummings.com
<input type="checkbox"/> Hand	James Murphy, Esquire
<input type="checkbox"/> Mail	Boult, Cummings, et al.
<input type="checkbox"/> Facsimile	1600 Division Street, #700
<input type="checkbox"/> Overnight	Nashville, TN 37219-8062
<input checked="" type="checkbox"/> Electronic	jmurphy@boultcummings.com
<input type="checkbox"/> Hand	Ed Phillips, Esq.
<input type="checkbox"/> Mail	United Telephone - Southeast
<input type="checkbox"/> Facsimile	14111 Capitol Blvd.
<input type="checkbox"/> Overnight	Wake Forest, NC 27587
<input checked="" type="checkbox"/> Electronic	Edward.phillips@mail.sprint.com
<input type="checkbox"/> Hand	H. LaDon Baltimore, Esquire
<input type="checkbox"/> Mail	Farrar & Bates
<input type="checkbox"/> Facsimile	211 Seventh Ave. N, # 320
<input type="checkbox"/> Overnight	Nashville, TN 37219-1823
<input checked="" type="checkbox"/> Electronic	don.baltimore@farrar-bates.com
<input type="checkbox"/> Hand	John J. Heitmann
<input type="checkbox"/> Mail	Kelley Drye & Warren
<input type="checkbox"/> Facsimile	1900 19 th St., NW, #500
<input type="checkbox"/> Overnight	Washington, DC 20036
<input checked="" type="checkbox"/> Electronic	jheitmann@kelleydrye.com
<input type="checkbox"/> Hand	Charles B. Welch, Esquire
<input type="checkbox"/> Mail	Farris, Mathews, et al.
<input type="checkbox"/> Facsimile	618 Church St., #300
<input type="checkbox"/> Overnight	Nashville, TN 37219
<input checked="" type="checkbox"/> Electronic	cwelch@farrismathews.com
<input type="checkbox"/> Hand	Dana Shaffer, Esquire
<input type="checkbox"/> Mail	XO Communications, Inc.
<input type="checkbox"/> Facsimile	105 Malloy Street, #100
<input type="checkbox"/> Overnight	Nashville, TN 37201
<input checked="" type="checkbox"/> Electronic	dshaffer@xo.com

